

**Massachusetts Energy Efficiency Advisory Council By-Laws –  
Amended Feb 25, 2015**

The following are the by-laws for the organization and operation of the Energy Efficiency Advisory Council ~~as~~, authorized by ~~The G.L. 25, §§ 19-22, as amended from time to time (the “Green Communities Act of 2008.”)~~.

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**ARTICLE 1. ESTABLISHMENT AND NAME**

The Energy Efficiency Advisory Council is established ~~by Chapter under G.L. c. 25 of the Massachusetts General Laws, Section, § 22. The body, and may also be informally known referred to~~ as the “EEAC” or ~~simply as~~ the “Council.”

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**ARTICLE 2. PURPOSE**

~~The purpose of these~~ These by-laws shall ~~be to~~ govern the organization and operation of the Energy Efficiency Advisory Council in carrying out its duties pursuant to ~~M.G.L. Chapter. 25, §§ 19-22~~ the Green Communities Act, together with any applicable regulations and Energy Efficiency Guidelines adopted by the Department of Public Utilities ~~(the “Department”), to work with and advise the electric and natural gas distribution companies and municipal aggregators with certified efficiency plans (“Program Administrators”).~~

**ARTICLE 3. POWERS AND DUTIES.**

**3.1 Statutory Duties**

~~(A) In accordance with Chapter Pursuant to G.L. c. 25, Section § 22 of the General Laws, (b),~~ the Council shall, as part of the three-year plan approval process by the Department ~~of Public Utilities: -:~~

- (1) seek to maximize net economic benefits through energy efficiency and load management resources and to achieve energy, capacity, climate and environmental goals through a sustained and integrated statewide energy efficiency effort; and
- (2) review and approve demand resource program plans and budgets; work with program administrators in preparing energy resource assessments; determine the economic, system reliability, climate and air quality benefits of efficiency and load management resources; sponsor and recommend relevant research; recommend long term efficiency and load management goals to maximize economic savings and achieve environmental goals; and examine opportunities to offer or coordinate joint programs providing similar efficiency measures that save more than 1 fuel resource or to coordinate programs targeted at saving more than one fuel resource.

(B) Powers and duties specific to the planning process for three-year electric and natural gas

efficiency plans shall be in accordance with Section 21(b)), and include, but are not limited to:

- (1) ~~ensuring~~evaluating whether the plans provide for the acquisition of all available energy efficiency and demand reduction resources that are cost effective or less expensive than supply;
- (2) coordinating with the ~~program administrators~~Program Administrators on preparation of the plans;
- (3) reviewing the plans from the ~~program administrators~~Program Administrators every three years on or before April 30 ~~for review, approval, and/or comment~~;
- (4) requesting and receiving any additional information from the ~~electric and natural gas distribution companies and municipal aggregators~~Program Administrators relevant to the consideration of the ~~plan~~plans;
- (5) ~~submitting~~submit approval or comments to the ~~electric and natural gas distribution companies and municipal aggregators~~Program Administrators not later than 3 months after submission of the ~~plan~~plans;
- (6) working with the ~~electric and natural gas distribution companies and municipal aggregators~~Program Administrators and providing input on any recommended changes or revisions to the ~~Plan~~plans;
- (7) ~~working~~work with the ~~program administrators~~Program Administrators to develop a ~~statewide evaluation~~ plan to evaluate energy efficiency programs consistent with ~~and subject to~~ the provisions of Section 3.5 of the Energy Efficiency Guidelines. ~~Further context and enumeration of these powers and duties are found in the Appendix of these bylaws in Chapter 25, Sections 21-22.~~

(C) Powers and duties specific to implementation of the three-year electric and natural gas efficiency plans shall be in accordance with ~~Chapter 25, Sections 19-22, and include, but are the~~Green Communities Act, including, but not limited to:

- (1) periodically reviewing program ~~cost-effectiveness~~ to ensure the programs are designed to obtain energy savings and system benefits with value greater than the costs of the ~~program~~programs;
- (2) ~~receiving~~reviewing quarterly reports submitted by the ~~program administrators~~Program Administrators, containing a description of the ~~program administrators'~~Program Administrators' progress in implementing the three-year plan, a summary of the savings secured to date, and such other information as the ~~eounei~~Council shall determine;
- (3) reviewing and approving or opposing mid-term modifications ~~sought by program administrators to an approved three-year plan~~, consistent with ~~and subject to the provisions of~~ Section 3.8 of the Energy Efficiency Guidelines;
- (4) working with the ~~program administrators~~Program Administrators on the statewide evaluation plan ~~that has been~~, developed consistent with and subject to Section 3.5 of the Energy Efficiency Guidelines; and
- (5) requesting, where warranted, that the Department investigate a Program Administrator's performance at any time during a three-year term consistent with and subject to the

provisions of Section 4.3 of the Energy Efficiency Guidelines,

~~(6)~~  
~~(7)~~

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(D) Pursuant to G.L. c. 25, §22(c), the Council may retain expert consultants. The Council shall, as appropriate, review and approve a consultant work plan and budget to further Council goals and meet the mandates of the Green Communities Act. The Council shall annually submit a proposal to the Department regarding the level of funding necessary to retain its expert consultants and cover reasonable administrative costs.

(E) The Chair~~chair~~ of the Council shall continue to maintain ~~and improve~~ an EEAC website to share pertinent information.

### 3.2 Reporting.

~~As set out in Chapter~~Pursuant to G.L. c 25 ~~of the General Laws, Section, §~~ 22(d), "the Council shall provide an annual report to the Department and the Joint Committee on ~~Telecommunications~~Utilities~~Telecommunications, Utilities~~ and Energy on the implementation of the plan which includes descriptions of the programs, expenditures, cost-effectiveness and savings and other benefits during the previous year."~~;~~

### 3.3 Home Sale Disclosures.

In accordance with ~~Chapter~~G.L. c. 13, ~~Section§~~ 97A ~~of the General Laws~~, the Council shall ~~be consulted by~~consult with the Board of Registration of Home Inspectors, on the development of requirements and adoption of regulations to require documents to be provided to a buyer of a single-family residential dwelling or a multiple-family residential dwelling with less than 5 dwelling units, or a condominium unit at the time of closing, outlining the procedures and benefits of a home energy audit, with no additional fees imposed or collected in connection with the provision of such documents.

## ARTICLE 4. ADDITIONAL GENERAL POWERS.

~~The EEAC~~ Except as otherwise prohibited by law, the Council shall have the following additional general ~~powers shall include the following except as added to or restricted by~~ ~~law~~authority:

### 4.1 Adopt and ~~amend by laws~~Amend Bylaws.

The Council shall have the power to amend, repeal or adopt ~~these~~ By-Laws ~~or Articles~~and ~~Ground Rules for the conduct of~~ Procedure ~~at any regular or special meeting of the Council~~meetings, by a two-thirds (2/3) vote of the members ~~present~~ at a Council meeting at which a quorum of voting members ~~are~~is present. Amendments must be ~~written and distributed to voting members of~~provided to the Council at least one week in advance of the meeting at which the proposed amendment ~~would~~will be ~~discussed~~voted on.

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**4.2 Committees,**

~~(A) All substantive voting will be conducted during the Council meetings. Committees or subcommittees may be formed shall have a standing Executive Committee, whose responsibilities include, but are not limited to perform specific acts or functions at~~  
~~(1) Manage Council consultants; procurement, compensation and general oversight and address operational administrative matters regarding Council consultant;~~  
~~(2) Identify ways to enhance efficiencies in the Council's direction activities;~~  
~~(3) Act as a sounding board for Council on emerging issues and initiatives; and~~  
~~(4) Make recommendations and report to the full Council on actions and activities of the Committee.~~

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~~(A)(B)~~ The ~~EEAC~~Council shall have authority to constitute other committees as required, including those related to consultant selection and operations, ~~development and oversight of RFRs,~~ press releases and drafting of ~~such specialized~~ documents as may be, and other subject areas necessary to implement its duties. A ~~Committee~~committee shall be constituted for the length of a specific project or as agreed upon by the Council but in no case for a period longer than ~~two years~~two years without specific reauthorization by the Council.

~~4.3 Elect and/or appoint officers and agents.~~

~~As stated in Article 6.03, the Chair of the Council shall be in accordance with Chapter 25 of the General Laws, Section 22(a).~~

~~4.4 Consultants.~~

~~The Council shall engage and manage consultants and professional services as necessary and appropriate to fulfill its purposes in accordance with Chapter 25, Section 22(e). The Council shall approve consultant work plans, develop annual consultant budgets for submission and approval to the DPU, and review and comment upon reports completed by the consultants in the course of their work on behalf of the Council to further Council goals and meet the mandates of the Green Communities Act in accordance with Article 3.01.~~

**ARTICLE 5. APPOINTMENT AND COMPOSITION OF THE COUNCIL.**

**5.1 Council Composition.**

~~As set forth in Chapter~~Pursuant to G.L. c. 25 of the General Laws, Section, § 22(a), the Council shall consist of 15 members, including 1 person representing each of the following:

- (1) residential consumers, (2) the low income weatherization and fuel assistance program network, (3) the environmental community, (4) businesses, including large C&I end users, (5) the manufacturing industry, (6) energy efficiency experts, (7) organized labor, (8) the department of environmental protection, (9) the attorney general, (10) the executive office of housing and economic development, (11) the Massachusetts Non profit Network, (12) a city or town in the commonwealth, (13) the Massachusetts association of realtors, (14) a business

employing fewer than 10 persons located in the commonwealth that performs energy efficiency services and (15) the department of energy resources.”

### **5.2 Term.**

~~As set forth in Chapter 25 of the General Laws, Section~~ Pursuant to G.L. c. 25s, § 22(a),  
“members shall serve for terms of 5 years and may be reappointed.”

### **5.3 Chair.**

~~As set forth in Chapter 25 of the General Laws, Section~~ Pursuant to G.L. c. 25, § 22(a), “the commissioner of ~~energy resources~~ the Department of Energy Resources (“DOER”) shall serve as chair of the Council.”

### **5.5 Ex-officio Members.**

~~As set forth in Chapter~~ Pursuant to G.L. c. 25 ~~of the General Laws, Section,~~ § 22(a),  
“~~there~~ shall be 1 non voting, ex officio member from each of the electric and natural gas distribution companies, 1 from each of the approved municipal aggregators, 1 from the heating oil industry, 1 from ISO New England and 1 from energy efficiency businesses.”

### **5.6 Vacancies.**

A vacancy by expiration shall be filled in the manner of the original appointment, by the Department. A vacancy that is created by resignation or a reason other than by expiration shall be filled in the same manner but only for the unexpired portion of the term. The Council may suggest the names of persons ~~to the appointing authority~~ to the Department to fill any vacancies. The ~~appointing authority~~ Department shall have the power to remove its appointee for just cause.

### **5.7 Designees.**

In cases of emergency or significant personal hardship that prevent a voting Council member’s attendance at a particular meeting, a voting Council member may appoint a designee who shall have voting privileges consistent with those of ~~council~~ the Council member. The member should submit the name of the designee in writing to the Chair prior to the meetings at which the designee is to function.

## **ARTICLE 6 ~~DUTIES OF OFFICERS~~ MEETINGS**

### ~~6.1 Chair.~~

~~The Chair or a designee shall preside at all meetings of the Council.~~

### ~~6.2 Course of Business.~~

~~The chair shall propose a meeting agenda with Councilors ahead of each meeting. Councilors~~

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## 6.6 Open Meetings Requirements

~~Meetings~~Council meetings shall adhere to the requirement of the Open Meetings Law, ~~including the G.L. c. 30A, §§ 18-25.~~

## 6.7 Remote Participation

The Council may, by a simple majority of voting members, approve, amend, or revoke a remote participation policy, in accordance with the requirements of 940 CMR 29.10, with that notice of a meeting be filed with the Secretary of State and a copy of the notice be posted in the Executive Office for Administration and Finance at least 48 hours before the meeting vote applying to all subsequent Council meetings.

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## ARTICLE 87 VOTING AND MEETING RECORDS

### 7.1 Voting

The ~~EEAC is intended to~~Council shall operate primarily through a process of consensus agreement. ~~Statutory requirements require a vote for approval of statewide energy efficiency plans that come before the Council. In those cases, and in the cases where consensus on other matters cannot be reached, the Council will operate by majority vote, where a quorum is required, and except for the approval of a statewide energy efficiency plan, which requires two-thirds majority of the voting members is sufficient to approve or reject a proposal.~~ Pursuant to G.L. c. 25 § 22 (b), When a vote is required, on a major ~~vote is required, EEAC members must receive notice of a major vote~~ issue such as evaluating plans, approving budget and other major decisions, budgets, contracts and resolutions, EEAC members must receive notice at least two days before ~~the date~~ the vote is ~~to be~~ taken. Notice should be as specific as possible, identifying ~~that issue(s) that is~~ the subject ~~to~~ of the vote and all relevant background information. An exception to this rule may be made with EEAC approval if the party seeking the vote demonstrates why notice ~~of the vote~~ was not given at least two days in advance and why a vote at that time is required. Procedural votes may be undertaken at the discretion of the ~~chair~~Chair. Other votes may be taken without such notice.

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The Council will work to develop a process to appropriately address minority concerns should they arise. Members, upon prior ~~written~~ notification ~~by e-mail or written correspondence with to the meeting~~ Chair, may assign a proxy vote to ~~another voting another voting member who will be physically present at the meeting to vote.~~ Any Council member may request a vote be taken on any issue related to Council business.

### 7.2 Meeting Minutes.

The Chair shall compile minutes of each Council meeting ~~that include the names of all members present no later than two weeks after the meeting and shall be in compliance with all applicable open meetings laws and public record laws, which shall be reviewed and approved by the~~

Council and posted to the EEAC website in a timely manner.

### 7.3 Conflict of Interest

Voting Council members shall comply with M.G.L. c. 268A, the conflict of interest law.

## ARTICLE 9 PROCEDURES FOR COUNCIL ACTION

### 9.01 Procedures.

As the presiding officer of the Council, the Chair shall provide the Council with regular status reports on matters related to the Council's purposes and shall provide the Council with timely information on matters that could result in legal action or that will require a vote of the Council.

## ARTICLE 10§ PROCUREMENT OF GOODS AND SERVICES AND DISBURSEMENT OF FUNDS

### Application.

The Council shall adhere to all applicable general principles, policies and practices for purchasing all goods and services and in the disposal of state supplies.

### 10.1 Other Agreements.

Nothing in these By-Laws shall prevent the Council from complying with the terms and conditions of any grant, gift, bequest, appropriation or co-operative agreement.

### 8.1 Procurement

8.2 The Council shall the Department of Energy Resources shall act as at the procurement agency. In for the event another entity is used as a procurement agency, such activity shall be conducted in accordance with all applicable purchasing policies, procedures and regulations. Council. All procurement decisions shall be made by consensus of Council or the Council, and where not possible, by a majority of voting Council members. The Council shall develop a work plan and budget in accordance with Article 3.01 and Chapter G.L. c. 25, Section § 22 of the General Laws.

### 8.2 Budget

The Council shall determinedevelop an annual budgets required work plan and budget to support its work through the use of consultants. Each year's budget shall be submitted to the Department of Public Utilities no later than November 30th of the prior year,s for approval, on a schedule to be determined by the DPU by December 31 of the prior year. Department. The budget shall generally describe the proposed consultant work for each year. Upon DPU approval, a full expenses and work plan willto be developedundertaken by the Council for each year. The Council may amend theits work plan at any time during the year to facilitate

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addressing shifting or emergent priorities. Consultants shall be hired according to Council agreement through competitive processes and careful review, to ensure that the highest level of services are obtained at reasonable value.

Consultants shall be managed on a daily basis by DOER, following the priorities ~~enunciated by~~ of the Council. ~~Such~~Any reports ~~as are~~ required of ~~any~~the consultants shall be developed with DOER supervision ~~and, with~~ Council review and comment.

#### **ARTICLE 9 SEVERABILITY**

If any provision ~~or clause~~ of these by-laws, ~~or application thereof~~ is held invalid, such invalidity shall not affect other provisions ~~or applications~~ of ~~the~~ by-laws which can be given effect without the invalid provision ~~or application, and to this end the provisions of the aforesaid sections are declared to be severable~~. These By-Laws must conform with all applicable laws in place as of the date on which they are adopted by the Council.